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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05–44481 (RDD)
Debtors.	:	(Jointly Administered)

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JOINT STIPULATION AND AGREED ORDER RESOLVING THE DEBTORS' THIRTEENTH
OMNIBUS CLAIMS OBJECTION AND CLAIMS ESTIMATION MOTION WITH RESPECT TO
PROOFS OF CLAIM FILED BY ACE AMERICAN INSURANCE COMPANY, PACIFIC
EMPLOYERS INSURANCE COMPANY, ILLINOIS UNION INSURANCE COMPANY, ESIS, INC.
AND THEIR AFFILIATES AND CONSOLIDATING SUCH PROOFS OF CLAIM

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and

debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and ACE

American Insurance Company, Pacific Employers Insurance Company, Illinois Union Insurance

Company, ESIS, Inc. and their affiliates (collectively, "the ACE Companies") respectfully

submit this Joint Stipulation And Agreed Order Resolving The Debtors' Thirteenth Omnibus

Claims Objection And Claims Estimation Motion With Respect To Proofs Of Claim Filed By

ACE American Insurance Company, Pacific Employers Insurance Company, Illinois Union

Insurance Company, ESIS, Inc. And Their Affiliates And Consolidating Such Proofs Of Claim

(the "Stipulation And Agreed Order") and agree and state as follows:

WHEREAS, prior to October 8, 2005 (the "Petition Date"), the ACE Companies

and the Debtors entered into certain insurance policies and related agreements (the

"Agreements").

WHEREAS, on the Petition Date, the Debtors filed voluntary petitions under

chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the

"Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New

York.

WHEREAS, on January 6, 2006, this Court entered the Order Under 11 U.S.C. §§

362, 363, 365, 1107 And 1108 Authorizing Renewal Of Insurance Coverage And Certain

Related Relief (Docket No. 1779) (the "Insurance Agreement Order"), which, among other

things, (i) authorizes the Debtors to assume the Agreements pursuant to section 365(a) of the

Bankruptcy Code and (ii) provides that the assumption of the Agreements shall be evidenced by

written notice from the Debtors to the ACE Companies.

WHEREAS, the Insurance Agreement Order also provides that, conditioned on the Debtors' assumption of the Agreements, (i) all payment and reimbursement obligations owing to the ACE Companies from the Debtors under the Agreements, to the extent that such Agreements are assumed, are accorded administrative priority status pursuant to section 503(b)(1)(A) of the Bankruptcy Code and (ii) the Debtors are authorized to pay the ACE Companies' claims with respect to the Agreements, to the extent such Agreements are assumed, in the ordinary course of business.

WHEREAS, on January 18, 2006, the Debtors provided to the ACE Companies written notice ("Assumption Notice") of the Debtors' assumption, pursuant to section 365 of the Bankruptcy Code, of the following Agreements (collectively, the "Assumed Agreements"):

(a)   that certain Multi-Line Deductible Program Agreement effective as of October 1, 2000 by and between Pacific Employers Insurance Company and Delphi (formerly known as Delphi Automotive Systems Corporation) and all amendments and addenda thereto;

(b)   All General Liability Policies issued to Delphi or the other Debtors by one or more of the Insurers and all renewals, extensions, and endorsements thereto (collectively, the "General Liability Policy");

(c)   All Automobile Liability Policies issued to Delphi or the other Debtors by one or more of the Insurers and all renewals, extensions, and endorsements thereto (the "Automobile Liability Policy");

(d)   All Workers' Compensation Policies issued to Delphi or the other Debtors by one or more of the Insurers and all renewals, extensions, and endorsements thereto (the "Workers' Compensation Policy" and, collectively with the General Liability Policy and the Automobile Liability Policy, the "Insurance Policies"); and

(e)   the binder related to the Insurance Policies.

3

WHEREAS, the Debtors and the ACE Companies acknowledge and agree that the

Assumed Agreements have been assumed by the Debtors pursuant to the Insurance Agreement

Order and the Assumption Notice.

WHEREAS, the Debtors and the ACE Companies acknowledge and agree that all

of the Agreements have been assumed by the Debtors except the following Agreements (the

"Non-Assumed Agreements"):

Policy Period/Date	First Named Insured	Policy Number	Coverage	Insurer
6/1/2002 – 6/1/2003	Delphi Corporation	D35679133, D35679212	Global Monoline	ACE American Insurance Company
6/1/2003 – 6/1/2004	Delphi Corporation	D36580202, D35680214	Global Monoline	ACE American Insurance Company
6/1/2004 – 6/1/2005	Delphi Corporation	D36021020, D36021032	Global Monoline	ACE American Insurance Company
10/1/2003 – 10/1/2004	Delphi Corporation	G20582698	Special Risk	ACE American Insurance Company
4/16/2002 – 4/16/2003	MobileAria, Inc.	Q20001216	Directors' and Officers' Liability	Illinois Union Insurance Company
4/16/2003 – 4/16/2004	MobileAria, Inc.	Q20006599	Directors' and Officers' Liability	Illinois Union Insurance Company
4/16/2004 – 4/16/2005	MobileAria, Inc.	Q20013707	Directors' and Officers' Liability	Illinois Union Insurance Company
4/16/2005 – 4/16/2006	MobileAria, Inc.	Q20021695	Directors' and Officers' Liability	Illinois Union Insurance Company

WHEREAS, on July 28, 2006, the ACE Companies filed 127 proofs of claim

against the Debtors (collectively, the "Proofs of Claim"), each of which asserts a claim in an

unliquidated amount for the Debtors' obligations under the Agreements (collectively, the

4

"Claims").

WHEREAS, ACE American Insurance Company filed proof of claim numbers

13014, 13025, 13023, 13022, 13015, 13004, 13002, 13032, 13031, 13013, 13007, 13006, 13005,

12997, 13028, 13016, 13018, 13019, 13027, 13029, 13001, 13008, 13035, 13038, 12998, 13000,

13010, 13012, 13024, 13030, 13033, 13017, 13020, 13026, 13034, 13036, 13037, 12999, 13003,

13009, 13011, and 13021 (collectively, the "ACE American Proofs of Claim").

WHEREAS, Illinois Union Insurance Company filed proofs of claim numbers

13297, 13312, 13314, 13316, 13302, 13303, 13298, 13311, 13322, 13323, 13326, 13331, 13332,

13294, 13309, 13313, 13320, 13299, 13301, 13304, 13305, 13310, 13324, 13325, 13327, 13296,

13315, 13329, 13333, 13292, 13295, 13306, 13308, 13321, 13328, 13330, 13293, 13300, 13307,

13317, 13318, and 13319 (collectively, the "Illinois Union Proofs of Claim").

WHEREAS, Pacific Employers Insurance Company filed proofs of claim

numbers 13039, 13063, 13051, 13058, 13069, 13043, 13054, 13070, 13073, 13068, 13042,

13044, 13050, 13052, 13055, 13057, 13060, 13062, 13065, 13067, 13074, 13075, 13046, 13066,

13078, 13079, 13041, 13045, 13053, 13056, 13072, 13080, 13049, 13059, 13061, 13064, 13077,

13071, 13076, 13040, 13047, and 13048 (collectively, the "Pacific Employers Proofs of Claim").

WHEREAS, ESIS, Inc. filed proof of claim number 15610 (the "ESIS Proof of

Claim").

WHEREAS, each of the Proofs of Claim (with the exception of the ESIS Proof of

Claim) included a non-exhaustive list of all of the insurance policies issued by the ACE

Companies to the Debtors.

WHEREAS, on April 27, 2007, the Debtors objected to the Claims (other than the

ESIS Proof of Claim) pursuant to the Thirteenth Omnibus Objection (Substantive) Pursuant To

5

11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented

Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Protective Insurance

Claims, (d) Insurance Claims Not Reflected On Debtors' Books And Records, (e) Untimely

Claims And Untimely Tax Claims, And (f) Claims Subject To Modification, Tax Claims Subject

to Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No.

7825) (the "Thirteenth Omnibus Claims Objection").

WHEREAS, on May 24, 2007, the ACE Companies filed the Response Of The

ACE Companies To The Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11

U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims,

(b) Claims Not Reflected On Debtors' Books And Records, (c) Protective Insurance Claims, (d)

Insurance Claims Not Reflected On Debtors' Books And Records, (e) Untimely Claims And

Untimely Tax Claims, And (f) Claims Subject To Modification, Tax Claims Subject to

Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No.

8023) (the "Response").

WHEREAS, on September 7, 2007, the Debtors filed their Motion For Order

Pursuant To 11 U.S.C. §§ 105(a) And 502(c) (a) Estimating And Setting Maximum Cap On

Certain Contingent Or Unliquidated Claims And (b) Approving Expedited Claims Estimation

Procedures (Docket No. 9297) (the "Claims Estimation Motion").

WHEREAS, the Debtors and the ACE Companies have agreed to resolve the

Thirteenth Omnibus Claims Objection and the Claims Estimation Motion through the entry of

this Stipulation And Agreed Order.

WHEREAS, the Debtors and the ACE Companies acknowledge and agree that the

amount owing by the Debtors to the ACE Companies with respect to the ESIS Proof of Claim is

6

$0.00.

THEREFORE, incorporating the foregoing herein, the Debtors and the ACE

Companies further stipulate and agree as follows:

1.   For administrative convenience only, and without prejudice to the ACE

Companies' rights against any of the Debtors, the ACE American Proofs of Claim are deemed

consolidated into proof of claim number 13018 (the "ACE American Surviving Claim"), the

Illinois Union Proofs of Claim are deemed consolidated into proof of clam number 13309 (the

"Illinois Union Surviving Claim"), and the Pacific Employers Proofs of Claim are deemed

consolidated into proof of clam number 13080 (the "Pacific Employers Surviving Claim").

2.   Each of the ACE American Surviving Claim, the Illinois Union Surviving

Claim, the Pacific Employers Surviving Claim (collectively, the "Surviving Claims") shall

remain on the Debtors' claims register as claims against Delphi Corporation.

3.   For administrative convenience only, and without prejudice to the ACE

Companies' rights against each of the Debtors, including but not limited to the right to assert

joint and several liability against all of the Debtors with respect to the Surviving Claims, the

Debtors and the ACE Companies agree that, other than the Surviving Claims, the Proofs of

Claim should be and are hereby expunged. The Debtors shall not seek to have any Surviving

Claim disallowed, reduced or expunged solely on the basis that such Surviving Claim is asserted

against Delphi Corporation rather than another Debtor or Debtors.

4.   The Debtors and the ACE Companies each reserve the right to request, or

to object to any request, that this Court modify the Debtor or Debtors against which any of the

Surviving Claims are asserted.

5.   The Estimation Motion is hereby withdrawn with respect to the Claims (or

any portion(s) thereof), to the extent that such Claims (or any portion(s) thereof) are for

obligations under the Assumed Agreements (the "Assumed Agreement Claims").

6.   The Estimation Motion is hereby granted with respect to the Claims (or

any portion(s) thereof), solely to the extent that such Claims (or any portion(s) thereof) are for

obligations under the Non-Assumed Agreements (the "Non-Assumed Agreement Claims").

7.   Each Non-Assumed Agreement Claim is hereby estimated and set at a

maximum cap amount of $0.00, solely for the purposes of tabulating votes on and setting

appropriate reserves under the Debtors' plan of reorganization filed September 6, 2007.

8.   Pursuant to the Insurance Agreement Order, (i) all payment and

reimbursement obligations owing to the ACE Companies from the Debtors under the Assumed

Agreements shall be accorded administrative priority status pursuant to section 503(b)(1)(A) of

the Bankruptcy Code and (ii) the Debtors are authorized to pay the ACE Companies' claims with

respect to the Assumed Agreements in the ordinary course of business. Therefore, with respect

to the Assumed Agreement Claims, the ACE Companies shall not have a prepetition unsecured

claim.

9.   The Insurance Agreement Order remains in full force and effect, and

nothing contained herein shall be deemed to amend, modify or waive the Insurance Agreement

Order.

10.   Each Assumed Agreement Claim shall be and hereby is allowed pursuant

to 11 U.S.C. § 503(b)(1)(A) and accorded administrative priority status pursuant to 11 U.S.C.

§ 507(a)(1).

11.   Except as expressly provided herein, nothing contained in this Stipulation

shall be construed as an allowance of any of the Claims.

12.   The ESIS Proof of Claim shall be disallowed and expunged in its entirety.

So Ordered in New York, New York, this 1st day of October, 2007

                                  /s/Robert D. Drain_____
                                  UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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9